

CapLease, Inc.  
Form S-8  
June 22, 2009

As filed with the Securities and Exchange Commission on June 22, 2009

Registration Statement No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM S-8

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REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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CapLease, Inc.  
(Exact name of Registrant as specified in its Charter)

Maryland  
(State or Other Jurisdiction of  
Incorporation or Organization)

52-2414533  
(I.R.S. Employer Identification No.)

1065 Avenue of the Americas  
New York, New York 10018  
(212) 217-6300  
(Address of principal executive office, including zip code)

CapLease, Inc.  
Amended and Restated 2004 Stock Incentive Plan  
(Full title of the Plan)

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Paul C. Hughes  
General Counsel  
CapLease, Inc.  
1065 Avenue of the Americas  
New York, New York 10018  
(212) 217-6300  
(Name, address, including zip code, and telephone number including area code, of agent for service)

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price	Proposed maximum aggregate	Amount of registration fee
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		per share(2)	offering price	
Common Stock, \$0.01 par value per share	2,800,000 shares	\$ 2.77	\$7,756,000.00	\$432.78

(1) Pursuant to Rule 416(a) of the Securities Exchange Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Company's Common Stock that become issuable under the plan by reason of any stock splits, stock dividends or similar transactions.

(2) Calculated pursuant to Rule 457(c) of the Securities Act on the basis of the average of the high and low prices of the Common Stock as quoted on the New York Stock Exchange on June 17, 2009.

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EXPLANATORY NOTE

CapLease, Inc., a Maryland corporation (the “Company”) has previously filed registration statements on Form S-8 (the “Prior Registration Statements”) relating to the Company’s Amended and Restated 2004 Stock Incentive Plan (the “Plan”) with the following file numbers: (File No. 333-113852) and (File No. 333-137501). On June 16, 2009, the stockholders of the Company approved an amendment to the Plan the primary purpose of which was to increase by 2,800,000 shares the maximum aggregate number of shares of common stock that may be issuable under the Plan, from 2,323,000 to 5,123,000 shares. Accordingly, this registration statement is being filed to register an additional 2,800,000 shares of common stock.

In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and the information required by Part II is omitted.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on June 22, 2009.

CAPLEASE, INC.  
(Registrant)

By: /s/ Paul H. McDowell  
Paul H. McDowell  
Chairman and Chief Executive  
Officer

Signature	Title	Date
/s/ PAUL H. MCDOWELL Paul H. McDowell	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	June 22, 2009
/s/ WILLIAM R. POLLERT William R. Pollert	President and Director	June 22, 2009
/s/ SHAWN P. SEALE Shawn P. Seale	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	June 22, 2009
/s/ JOHN E. WARCH John E. Warch	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 22, 2009
/s/ MICHAEL E. GAGLIARDI Michael E. Gagliardi	Director	June 22, 2009
/s/ STANLEY KREITMAN Stanley Kreitman	Director	June 22, 2009
/s/ JEFFREY F. ROGATZ Jeffrey F. Rogatz	Director	June 22, 2009
/s/ HOWARD A. SILVER Howard A. Silver	Director	June 22, 2009

EXHIBIT INDEX

Exhibit No. Description

- 4.1 Company's Articles of Amendment and Restatement (incorporated by reference from Exhibit 3.1 of the Company's Amendment No. 4 to the Registration Statement on Form S-11 (Registration No. 333-110644) (filed March 8, 2004)).
- 4.2 Company's Articles of Amendment to Articles of Incorporation (incorporated by reference from Exhibit 3.1 of the Company's Form 8-K (filed July 31, 2007)).
- 4.3 Articles Supplementary Establishing the Rights and Preferences of the 8.125% Series A Cumulative Redeemable Preferred Stock (incorporated by reference from Exhibit 3.2 of the Company's Registration Statement on Form 8-A (filed October 17, 2005)).
- 4.4 Company's Amended and Restated Bylaws (incorporated by reference from Exhibit 3.2 of the Company's Amendment No. 4 to the Registration Statement on Form S-11 (Registration No. 333-110644) (filed March 8, 2004)).
- 4.5 Company's First Amendment to Amended and Restated Bylaws (incorporated by reference from Exhibit 3.2 of the Company's Form 8-K (filed July 31, 2007)).
- 4.6 CapLease, Inc. Amended and Restated 2004 Stock Incentive Plan (incorporated by reference from Annex A of the Company's Definitive Proxy Statement (filed April 17, 2009)).
- 5.1 Opinion of Hunton & Williams LLP as to the legality of the securities being registered (filed herewith).
- 23.1 Consent of Hunton & Williams LLP (included in Exhibit 5.1).
- 23.2 Consent of McGladrey & Pullen LLP (filed herewith).